

By-Laws of the Lyric Theatre Company

ARTICLE 1: NAME OF ORGANIZATION

The name of the organization shall be the Lyric Theatre Company (LTC) in all instances both public and private.

ARTICLE 2: ORGANIZATION STATUS

The Lyric Theatre Company will apply to become a 501(c) (3), not- for-profit organization.

ARTICLE 3: LOCATION

The Lyric Theatre Company operates primarily at The Lyric Theatre in the City of Loudon and Loudon County, Tennessee as well as at other venues and has the authority to acquire and dispose of real and personal property in accordance with procedures adopted by the Board of Directors.

ARTICLE 4: PURPOSE

Section 1: STATEMENT OF PURPOSE. “The Lyric Theatre Company is a diverse and inclusive community-based organization whose purpose is to entertain, enrich, and educate our community through the performing arts.”

Notwithstanding any other provision of these articles, the Lyric Theatre Company is organized exclusively for the following purposes: literary, theatrical and/or educational purposes, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any succeeding or future federal income tax law.

Section 2: RESTRICTIONS AND PROHIBITED ACTIVITIES. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, the members, directors, or officers of the organization, except that the organization shall have the authority and power to pay reasonable compensation for services actually rendered to or for the organization.

No substantial part of the activities of the organization shall consist of carrying on propaganda, or otherwise attempting, to influence any legislation from taxation under Section 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any succeeding or future Federal income tax law). The Lyric Theatre Company does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE 5: FAIRNESS

It is recognized that no set of Bylaws can cover all circumstances. In the event of an issue arising which is not covered by these Bylaws or Policies and Procedures, the issue will be decided by the Board of Directors on the basis of fairness, the good of The Lyric Theatre Company being the paramount concern.

ARTICLE 6: MEMBERSHIP, DUES, VOTING ELIGIBILITY, RUNNING FOR OFFICE

Section 1: MEMBERSHIP. Membership is open to all interested persons, without regard to Sex, Age, Race, Color, Religion, Creed, Handicap Status or National Origin. : A person may become a member by paying the required dues to the Treasurer. Dues may also be paid to another member of the Board, or a duly appointed representative of the Board. In this case, the Board member or representative will give the dues to the Treasurer at the earliest convenience.

Section 2: PARTICIPATION IN ACTIVITIES. A person must be a member to participate in any Lyric Theatre Company activity, including, but not limited to: actors, actresses, directors, producers, house managers, stage managers, elected officers, and others. However, at the discretion of the Board of Directors, non-members may be utilized for other Lyric Theatre Company activities.

Section 6: DUES. The Board of Directors will determine the dollar amount of dues. The amount for dues for non-voting members will be less than that for voting members. Dues are payable when a person joins Lyric Theatre Company, and after that, yearly, by January 31st. The fiscal year for Lyric Theatre Company begins January 1st, and ends December 31st of the same year.

Dues will be considered to have been paid when the Treasurer, a Board of Directors member, or a duly appointed representative of the Board of Directors has received them. In the event that the dues of a member, due to a mistake, are not properly given to or recorded by the Treasurer, the member shall be determined to be eligible to vote and run for office if it is found that he/she made a good faith effort to pay his/her dues on time. The Vice-President shall make the determination, in accordance with Fairness (see Article 5: FAIRNESS).

Section 4: VOTING. Members who are sixteen (16) years of age or older may vote. Members younger than 16 may not vote, but shall be accorded all other benefits of membership. Only members in good standing may vote, nominate, be nominated or be elected to office

ARTICLE 7: RESPONSIBILITIES OF MEMBERS

Section 1: ACTIVE PARTICIPTION. Active participation in the events of the organization including general meetings, social events, ticket sales, and productions.

Section 2: SERVICE. Service on committees or service as committee chairperson when requested by the Board of Directors.

Section 3: DEAMEANOR. Punctuality at rehearsals and appropriate behavior and professional attitude when at rehearsals and during productions.

Section 4: RESPONSIBILITY FOR PROPERTY. Responsibility and care for any property owned, leased or borrowed by the organization which is in their possession.

ARTICLE 8: FUNCTIONS OF THE BOARD OF DIRECTORS

Section 1: MEMBERSHIP. The Board of Directors shall consist of the following elected officers: President, Vice-President, three (3) additional at large members, and the Immediate Past President, if still a member of LTC.

Section 2: CONDUCTING BUSINESS The Board is responsible for the conducting of all organization business. A quorum of four voting Board Members is necessary for voting purposes.

Section 3: SUPPORT. The members of the Board have a special obligation to provide personal support and assistance with all Lyric Theatre Company activities.

Section 4: COMMITTEES. The Board of Directors has the authority to create and disband committees at their discretion.

Section 5: REMOVAL FROM OFFICE. Any Board of Directors member may be removed from office by a unanimous vote of the joint meeting of all of the remaining members of the Board of Directors. Such a vote may be cast by written ballot.

A member may be removed from the Board of Directors or from membership in the organization, or both, for actions deemed harmful to the Lyric Theatre Company including, but not limited to, acting in the name of The Lyric Theatre:

Section 6: VACANCY. With the exception of the President, any Board of Directors member vacancy occurring by reason of death, resignation, or removal, shall be filled by a majority vote of the remaining members of the Board of Directors. Such appointees shall serve for the unexpired term of the vacant position.

Section 7: TEMPORARY VACANCY. In the event any board member, with the exception of the President, is unable to serve for a period of not less than one nor more than six months, the President may appoint a temporary substitute to fulfill that member's duties during his/her absence. Such appointment shall be subject to the confirmation of the Board of Directors at the first regular meeting following the appointment.

ARTICLE 9: DUTIES OF THE PRESIDENTS AND VICE-PRESIDENT

Section 1: PRESIDENT. The President presides over all scheduled meetings of the Membership, as well as those of the Board of Directors. The President may also call and preside over Special Meetings of the general membership, as well as the Board of Directors, as circumstances warrant. The President is an Ex-Officio member of all Committees. The President creates all meeting agendas with input from board and members.

The President (or designee approved by the Board) is the official spokesperson and representative of the Lyric Theatre Company to the media, or to other entities or organizations. All requests for public statements that represent the position of the Lyric Theatre Company should be referred to the President for approval and designation to the appropriate party. The President shall be one of the signatory parties for banking purposes.

Section 2: VICE-PRESIDENT. The Vice-President keeps track of membership and maintains membership directory. The Vice-President assists the President as requested.

The Vice-President fulfills the functions of the President when the President is unavailable and shall assume the office of President in the event the office of President becomes vacant. The Vice-President shall supervise the election process. These duties include, but are not limited to: Taking nominations; validating membership, and appointing tellers.

ARTICLE 10: ADDITIONAL OFFICERS

Section 1: TREASURER. The Treasurer will be appointed by the President with the approval of the Board of Directors. The Treasurer may be a member of the Board of Directors. The Treasurer is in charge of all accounting and banking functions and maintains necessary financial records. The Treasurer works closely with producer of productions to ensure proper distribution of fund. The Treasurer will provide a monthly report of the finances of the LTC to the Board of Directors.

The Treasurer is responsible for managing all financial and fiscal requirements for the Lyric Theatre Company. These duties include, but are not limited to: Maintaining all banking accounts and bank relationships; Reconciling monthly bank account statements; Collecting and depositing all moneys generated by the Lyric Theatre Company, including performance receipts, member dues, advertising revenues, etc.; Insuring all the Lyric Theatre Company liabilities are paid in a timely manner; Maintaining all financial and fiscal records and tracking actual income and expenses against said budgets; Coordinating records of membership dues with the Vice-President; Filing all required State of Tennessee and Federal tax documents and Generating an Annual Report at the end of each fiscal year. The Board of Directors shall approve all budgets. The Board of Directors shall set the upper limit of expenditure allowed for all non-budgeted expenditures.

Section 2: SECRETARY. The Secretary will be appointed by the President with the approval of the Board of Directors. The Secretary may be a member of the Board of Directors. The Secretary keeps minutes and attendance of the Lyric Theatre Company meetings; makes copies and distributes agenda for the Lyric Theatre Company meetings; keeps a copies of agendas for all meetings; writes thank you notes as necessary; maintains by-laws documentation.

The Secretary shall be responsible to keep and make available minutes of all General and Board Meetings and to keep records of all minutes from committee meetings.

Section 3: PUBLICIST. The Publicist will be appointed by the President with the approval of the Board of Directors. The Publicist may be a member of the Board of Directors. The publicist leads the publicity crews and committees in the development and execution of campaigns to promote Lyric Theatre Company events. The Publicist works collaboratively with the director or producer of plays and events. The publicist leads in the development of promotion of events through social media, web, radio, press releases and other media. The Publicist reports to and gets approval from the President or designee for all promotion material, campaigns and events. The Publicist maintains and updates a biographical data base of all members of the Lyric Theatre Company.

Section 4: ARTISTIC DIRECTOR. The Artistic Director will be appointed by the President with the approval of the Board of Directors. The Artistic Director may be a member of the Board of Directors. The Artistic Director leads the research, review, and recommendations of material for productions and leads the play selection committee for the recommendation of performance materials and presides over the meetings of that committee; recommends a qualified director and/or producer for each production. The Artistic Director makes recommendations of performance material, plays, and events and of qualified Director and/ or Producer, to the Board of Directors for final approval. The Artistic Director organizes and compiles playbills, posters and programs for all shows in collaboration with the Director and or Producer and Publicist.

ARTICLE 11: PRODUCTION FUNCTIONS AND PROCEDURES

The Duties and Responsibilities of all production positions, including Director, Producer, Stage Manager, House Manager, etc. are to be set forth and described in our operating procedures.

ARTICLE 12: COMMITTEES

Section 1: ESTABLISHMENT OF COMMITTEES. The Board of Directors, at its discretion, may establish or disband Committees as needed. If a member in good standing wishes to initiate the creation of a Committee, he or she must submit a proposal to the Board of Directors for its due consideration. The Board of Directors shall notify members of the establishment or disbanding of any Committees no later than the next General Meeting of the membership.

The Board of Directors must appoint a Chair to each Committee. Committees shall be open to all members, both voting and non-voting.

ARTICLE 13: MEETINGS

Section 1: GENERAL MEETINGS. All General Meetings shall be open to the general membership. The Board of Directors will schedule quarterly meetings to be held in the months of January, April, July, and October with the October meeting serving as the Annual Meeting for the purpose of electing officers and amending by laws (except for provision in **Article 19: Amendments to By –Laws**), and for the conducting of other business. At the October, 2015 meeting or any subsequent General meeting, the general membership may approve a change from quarterly to semi-annually the meetings of the General Membership. If the change to semi-annual meetings is approved, the meetings will be held in April and October. Notification of General Meetings shall be given by posting on the LTC website.

Section 2: ANNUAL MEETING. The Annual meeting will be held in Loudon, Tennessee or other convenient location to be designated by the Board of Directors.

Section 3: SPECIAL MEETINGS. Any member may request a Special Meeting by submitting a letter to the Board. The Board of Directors will have the final decision as to whether a Special Meeting will be called. Membership will be notified no less than five (5) days prior to a Special Meeting

Section 4: OPEN BOARD MEETINGS. Board of Directors meetings will be open to all members and will be held at least quarterly or at the call of the President to discharge the duties of the Board of Directors consistent with the attainment of the objectives of the organization and shall be open to the general membership.

Section 5: EXECUTIVE SESSION. The President, or a majority of the Board of Directors, has the right to call or adjourn to meet in an Executive session, a closed meeting of the Board of Directors and their invited guests

ARTICLE 14: ELECTION AND TERMS OF OFFICERS

Section 1: REGULAR ELECTIONS. Nominations for members of the Board of Directors will be accepted prior to the Annual (October) Meeting of the general membership. The Vice-President will prepare a slate of nominees and the membership will be notified no less than 5 days prior to the October meeting. The voting process will be by paper ballot at the Annual Meeting. Newly elected Board members shall assume their duties January 1st and shall serve for one (1) year, or until their successor is elected.

Section 2: RUNOFF ELECTIONS. If no candidate receives a majority vote, there will be a Runoff Election between the two candidates that receive the most votes.

SECTION 3: TELLERS. The Vice-President shall appoint two tellers at the October election meeting. The tellers' names cannot appear on the ballot. Their duty is to count votes during the meeting, after which tally the Vice-President will announce the names of the elected officers.

SECTION 4: INITIAL BOARD OF DIRECTORS AND TERMS OF OFFICE. The Initial Board of Directors of the Lyric Theatre Company (LTC) shall be: President, Lois Snow; Vice President, Jeremiah Wampler; At Large Board Members, Erica Ammons, Jane Nichols, and Ira Massie. The term of office for the initial Board of Directors and Additional Officers shall expire on December 31, 2015. Beginning January 1, 2016 all Board Members and Additional Officers shall serve for a term of one year from January 1 to December 31 and shall be eligible for re-election at the Annual Meeting.

ARTICLE 15: GIFTS, GRATUITIES, AND BEQUESTS

These funds shall be handled in the following manner:

SECTION 1: SOLICITATION. The solicitation mechanism for acquiring these funds shall be designated by the Board of Directors.

SECTION 2: DONATIONS AND BEQUESTS. Donations for gifts, gratuities, and bequests shall be administered by the Board of Directors.

ARTICLE 16: BANKING PRACTICES

All monetary assets of the organization shall be maintained in a banking institution designated by the Board of Directors. Distribution of funds may be made only to meet the financial obligations of the organization. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of The Lyric Theatre Company shall be signed by any one of the two members of LTC as designated by the Board of Directors. None of the banking practices shall in conflict with **Article 10 Section 1**.

ARTICLE 17: INTEREST IN ASSETS

No member of the organization shall have any right, title, or interest in any property of the organization. No person, whose membership in the organization is terminated, whether by death, resignation, or any other means, shall have any right, title, or interest in any asset or property of the organization. Donated and/or loaned equipment, fixtures, etc. shall be documented in written form and documentation shall be maintained by the Secretary of the organization.

ARTICLE 18: FISCAL YEAR

The fiscal year of the Lyric Theatre Company shall be from January 1 through December 31.

ARTICLE 19: AMENDMENTS TO BY-LAWS

These Bylaws may be amended at an Annual General Meeting of The Lyric Theatre Company. Amendments may be proposed by any member in good standing, and the membership shall be notified of the proposed amendment(s) in writing at least 5 days prior to calling a vote. Amendment(s) must be passed by a vote of eighty (80) percent of the

members in good standing present. Such amendments(s) shall be considered operative upon adoption. Provided however, at any General Meeting in 2015 these bylaws may be amended by a majority vote of the members present.

ARTICLE 20: POLICIES AND PROCEDURES The Board of Directors may establish, terminate, or modify Policies and Procedures, which are to serve as detailed guidelines for the Lyric Theatre Company. In order to establish, terminate, or modify any policies and procedures, the same must be approved by a majority vote of the Board of Directors, to be reflected in the minutes. However, any policy or procedure may be terminated by a two-thirds vote of members in good standing present at any General Meeting.

ARTICLE 21: DISSOLUTION AND DISTRIBUTION OF ASSETS

In the event of dissolution, all of the remaining assets and property of The Lyric Theatre Company shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization, to be used in such manner as, in the judgment of a Justice of a court of the State of Tennessee with appropriate jurisdiction, will best accomplish the general purpose for which this organization was formed. The selection of the organizations to whom the asset are distributed will be determined by the a majority vote of Board of Directors